

Exhibit C

Geisinger Articles of Incorporation and Bylaws

Geisinger Health Current Articles of Incorporation

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 731190
Date Filed : 12/20/2016
Effective Date : 01/01/2017
Pedro A. Cortés
Secretary of the Commonwealth

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name <u>Harriet Louise Skovronsky</u>		
Address <u>100 N. Academy Avenue,</u>		
City <u>Danville</u>	State <u>PA</u>	Zip Code <u>17822-4031</u>

Document will be returned to the name and address you enter to the left.

Fee: \$70.00

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

GEISINGER HEALTH SYSTEM FOUNDATION

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>100 N ACADEMY AVE,</u>	<u>DANVILLE</u>	<u>PA</u>	<u>17822-3021</u>	<u>Montour</u>

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The statute by or under which it was incorporated:

Nonprofit Corporation Law of 1972, as amended

4. The date of its incorporation: 11/3/1975

5. Check, and if appropriate, complete one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: 1/1/2017 at 12:01 AM
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
Name Change to Geisinger Health

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
20 day of December , 2016 .

GEISINGER HEALTH SYSTEM FOUNDATION

Name of Corporation

David J. Felicio

Signature

EVP, Chief Legal Officer & Secretary

Title

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

MICROFILM NUMBER: 2000014

1688-1691

DECHERT PRICE & RHOADS
ATTN: PAMELA BISHOP
COUNTER

FEB 23 2000

Filed with the Department of State on

Microfilm Number 200014-1688

Entity Number 731196

Kim Ryzingjull

Secretary of the Commonwealth

JK

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Penn State Geisinger Health System Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 100 North Academy Avenue Danville PA 17822-3021 Montour
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and of publication purposes.

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972*, as amended

4. The date of its incorporation is: November 3, 1975

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA. DEPT. OF STATE
2000 FEB 23 AM 11:41

(Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 22^d day of February, ~~19~~ 2000.

Geisinger Health System Foundation
(Name of Corporation)

BY: Elizabeth Peterson Hall
Elizabeth Peterson Hall (Signature)

TITLE: Senior Vice President and Secretary

ARTICLES OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEISINGER HEALTH SYSTEM FOUNDATION

1. The name of the corporation is Geisinger Health System Foundation (the "Corporation").
2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Geisinger Health System Foundation
100 North Academy Avenue
Danville, Pennsylvania 17822-3021

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1), 509(a)(2), 509(a)(3) or 115 of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

The Corporation shall have a fiduciary obligation to support and carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger, (the "Geisinger Trust").

4. All activities of the Corporation shall be subject to the following restrictions:
 - A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation organized upon a non-stock basis.

7. The Corporation shall have no members.

8. The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1972, as amended.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trustee of the Geisinger Trust, or its successor, all of the assets of the Corporation to (i) an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from taxation under Section 115 of the Internal Revenue Code, for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

10. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of the Trustee of the Geisinger Trust, or its successor.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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PENN STATE GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

MICROFILM NUMBER: 0009990

1149-1150

DECHERT PRICE & RHOADS
COUNTER

9990-1149

DEC 16 1999

Microfilm Number _____

Filed with the Department of State on _____

Ent Number 731190

Kim P. King

Secretary of the Commonwealth JK

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

Domestic Business Corporation (15 Pa.C.S. § 1507)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)

Foreign Business Corporation (15 Pa.C.S. § 4144)

Domestic Limited Partnership (15 Pa.C.S. § 8506)

Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1 The name of the corporation or limited partnership is: Penn State Geisinger Health System Foundation

2. (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>2601 Market Place</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17110-9360</u>	<u>Dauphin</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3 (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>100 North Academy Avenue</u>	<u>Danville</u>	<u>PA</u>	<u>17822-3021</u>	<u>Montour</u>
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

99 DEC 16 PM 2:16

PA DEPT. OF STATE

9990-1150

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)-2

(Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 10th day of December, 1999.

Penn State Geisinger Health System Foundation

Name of Corporation/Limited Partnership

BY: Elizabeth Peterson Hall
Elizabeth Peterson Hall (Signature)

TITLE: Senior Vice President and Secretary

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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PENN STATE GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

MICROFILM NUMBER: 09871

1573-1574

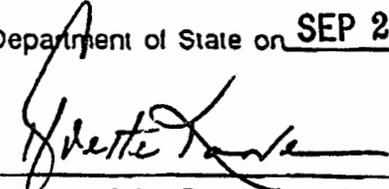
DECHERT PRICE & RHOADS
COUNTER

98/1-1573

Filed with the Department of State on SEP 24 1998

Microfilm Number _____

Entity Number 731190


Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

Domestic Business Corporation (15 Pa.C.S. § 1507)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)

Foreign Business Corporation (15 Pa.C.S. § 4144)

Domestic Limited Partnership (15 Pa.C.S. § 8506)

Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1 The name of the corporation or limited partnership is: Penn State Geisinger Health System Foundation

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>100 North Academy Avenue</u>	<u>Danville</u>	<u>PA</u>	<u>17822</u>	<u>Montour</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3 (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is: Commerce Court, Suite 300
2601 Market Place Harrisburg PA 17110-9360 Dauphin

Number and Street	City	State	Zip	County
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(b) The registered office of the corporation or limited partnership shall be provided by:
 c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

SEP 24 98

PA Dept. of State

7871-1574

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)-2

* (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 21 day of September, 1998.

Penn State Geisinger Health System Foundation

XXXXXXXXXXXXXXXXXX
Name of Corporation/Limited Partnership

BY: Elizabeth Peterson Hall

Elizabeth Peterson Hall (Signature)

TITLE: Senior Vice President and Secretary

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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PENN STATE GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

MICROFILM NUMBER: 09750

0250-0254

DECHERT PRICE & RHOADS
COUNTER

9750-250

JUN 30 1997

Filed with the Department of State on

[Handwritten Signature]

Secretary of the Commonwealth

[Handwritten Initials]

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

The name of the corporation is: Geisinger Foundation

The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>North Academy Avenue</u>	<u>Danville</u>	<u>PA</u>	<u>17821</u>	
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and of publication purposes.

1. Statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972*, as amended

The date of its incorporation is: November 3, 1975

(Check, and if appropriate complete, one of the following):

___The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

XThe amendment shall be effective on: July 1, 1997 at 12:01 a.m.
Date Hour

(Check one of the following):

___The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

XThe amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

(Check, and if appropriate complete, one of the following):

___The amendment adopted by the corporation, set forth in full, is as follows:

XThe amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

97 JUN 30 AM 11:03

STATE

(Check, if the amendment restates the Articles):

X The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 30th day of June, 19 97.

Formerly: Geisinger Foundation
Now: Penn State Geisinger Health System Foundation

(Name of Corporation)

BY: Elizabeth Peterson Hall
Elizabeth Peterson Hall (Signature)
TITLE: Senior Vice President and Secretary

ARTICLES OF AMENDMENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENN STATE GEISINGER HEALTH SYSTEM FOUNDATION

1. The name of the corporation is Penn State Geisinger Health System Foundation(the "Corporation").

2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Penn State Geisinger Health System Foundation
100 North Academy Avenue
Danville, Pennsylvania 17822

Attention: Chief Executive Officer

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue Code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1), 509(a)(2), 509(a)(3) or 115 of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

The Corporation shall have a fiduciary obligation to support and carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger.

The Corporation shall also have a fiduciary obligation to The Pennsylvania State University College of Medicine. The Corporation shall be obligated to support The Pennsylvania State University in its academic mission solely with regard to the College of Medicine as well as to assist The Pennsylvania State University to fulfill certain obligations that The Pennsylvania State University has with regard to the College of Medicine and as successor trustee of the Milton S. Hershey Medical Center, including, but not necessarily limited to,: (i) providing financial support to the College of Medicine;

(ii) providing ongoing opportunities for students at the College of Medicine to engage in educational, research, and clinical activities at a teaching hospital(s) or health care facilities that are related to or affiliated with the Corporation; (iii) providing assistance to PSU to maintain its accreditations regarding the College of Medicine as well as The Pennsylvania State University's graduate medical education residency programs; and (iv) maintaining a teaching hospital including emergency care facilities.

4. All activities of the Corporation shall be subject to the following restrictions:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have no members.

8. The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1972.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of The Pennsylvania State University (or its successor) as trustee of the trust established under

the will dated June 19, 1915 (and codicils thereto) and indenture dated September 27, 1917 of Abigail A. Geisinger (the "Geisinger Trust"), all of the assets of the Corporation to (i) an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; or (ii) the Federal government or to a state or local government including, but not limited to, an organization exempt from taxation under Section 115 of the Internal Revenue Code, for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

10. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of The Pennsylvania State University (or its successor) as trustee of the Geisinger Trust.

COMMONWEALTH OF PENNSYLVANIA



October 15, 1992

Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

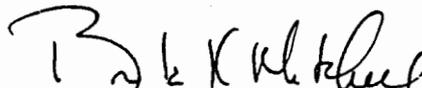
IN RE: 'Geisinger Medical Center Development Foundation' now
"GEISINGER FOUNDATION"

I, Dr. Brenda K. Mitchell, Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety and all subsequent amendments

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth

Microfilm Number _____

Filed with the Department of State on MAR 16 1992

Entity Number 731190-002

Secretary of the Commonwealth

467

ANNUAL STATEMENT-NONPROFIT CORPORATION

DSCB:15-5110 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5110 (relating to annual report), the undersigned domestic or qualified foreign nonprofit corporation, hereby states that:

1. The name of the corporation is: Geisinger Foundation

2. The address of its principal office is:

<u>100 North Academy Avenue</u>	<u>Danville</u>	<u>PA</u>	<u>17822-2203</u>	<u>Montour</u>
<small>Number and Street</small>	<small>City</small>	<small>State</small>	<small>Zip</small>	<small>County</small>

3. The names and titles of the persons who are its principal officers are:

<small>Names</small>	<small>Titles</small>
<u>see attached</u>	

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Annual Statement to be signed by a duly authorized officer this 13th day of March, 1992.

Geisinger Foundation
(Name of Corporation)

BY: Jean A Ross
(Signature)

TITLE: Secretary

92 MAR 16 AM 9:47
PA DEPT. OF STATE

ATTACHMENT TO
ANNUAL STATEMENT-NONPROFIT CORPORATION
GEISINGER FOUNDATION

3. The names and titles of the persons who are its principal officers are:

<u>Name</u>	<u>Title</u>
Sigfried Weis	Chairman of the Board of Directors
Stuart Heydt, M.D.	President and Chief Executive Officer
(Vacant)	Executive Vice-President
Joseph A. Weader, M.D.	Senior Vice President for Medical Affairs
F. Kenneth Ackerman, Jr.	Senior Vice President for Administrative Affairs
Frank J. Trembulak	Senior Vice President and Treasurer
H. W. Wieder, Jr.	Senior Vice President for Development
Joseph J. Mowad, M.D.	Senior Vice President for Human Resources
Jack M. Hartman, Esq.	Senior Vice President for Legal Affairs
Carl M. Moyer	Vice President for Development
Joan A. Ross	Secretary
Jeffrey R. Waldo	Assistant Secretary

(040-12/11/91)
SLESBOCK.PEN/1

Microfilm Number 90661376

Filed with the Department of State on DEC 24 1990

Entity Number 731190-000

Christopher A. Lewis

Secretary of the Commonwealth

ANNUAL REPORT - NONPROFIT CORPORATION

DSCB:15-5110

CORPORATION BUREAU
DEPARTMENT OF STATE
ROOM 308, NORTH OFFICE BUILDING
HARRISBURG, PA 17120

Date Entry

Chairman's Name: Sigfried Ukis
President's Name: Stuart Hoytt, M.D. (President and Chief Operating Officer)
Secretary's Name: Jean A. Ross, Esq.
Treasurer's Name: Frank J. Trumbulak

Geminus Foundation
Corp. Name
North Academy Avenue 46 Geminus System Services
Street Address 10th Dist. (70-21)
DANVILLE PA 17822-3021
City, State, Zip

NO. 731190

All non-profit corporations are required by law (Act 48, Mar. 4, 1982) to submit this report annually.

If no change of officers has occurred since last report, check below - except - 1982 returns must be fully completed.

~~Changed~~
No change of officers

Date of this report: 12/20/90

John P. Hild
Signature of officer preparing report
Assistant Secretary
← COMPLETE NAME & MAILING ADDRESS

NOTE: Change of official registered Address must be submitted to the Department of State on form 157507.

DSCB 5318

Please Type or Print Legibly. Return 1 copy. An acknowledgement will be sent you.

Commonwealth of Pennsylvania

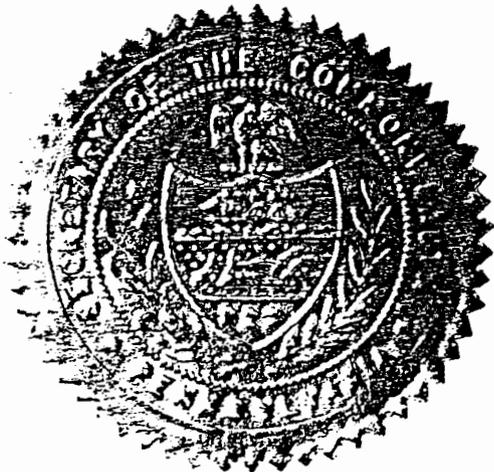


December 28, 1982

To All to Whom These Presents Shall Come: Greeting:

IN RE: "GEISINGER FOUNDATION" formerly
'Geisinger Medical Center Development Foundation'

I, WILLIAM R. DAVIS, Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

William R. Davis

Secretary of the Commonwealth

Filed this 16th day of June, A.D. 1981.

APPLICANT'S ACCOUNT NO. _____
CSCB: 15-7905 (Rev. 11-72)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
Effective June 30, 1981

Filing Fee: \$40
AN-11

81-42 437

William R. Davis
SECRETARY OF THE COMMONWEALTH

Articles of
Amendment—
Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
623215

JW

In compliance with the requirements of 15 Pa. S. § 7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Geisinger Medical Center Development Foundation

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(NUMBER)	<u>North Academy Avenue</u>	(STREET)
<u>Danville</u>	<u>Pennsylvania</u>	<u>17821</u>
(CITY)		(ZIP CODE)

3. The statute by or under which it was incorporated is:

The Nonprofit Corporation Law of 1972 (15 Pa.S. §7101 et. seq.)

4. The date of its incorporation is: November 3, 1975

5. (Check, and if appropriate, complete one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

June 30, 1981 at the close of business.

(DATE) (HOUR)

6. (Check one of the following):

The amendment was adopted by the members pursuant to 15 Pa. S. § 7904(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. S. § 7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See the Amended and Restated Articles of Incorporation attached to these Articles of Amendment as Exhibit A and made a part hereof. (Pursuant to the provisions of Section 7103 of the Pennsylvania Nonprofit Corporation Law of 1972 (15 Pa.S. §7103), the Articles of Incorporation of Geisinger Medical Center Development Foundation, as a result of the restatement thereof in their entirety to be effected by the filing of these Articles of Amendment, shall not include any prior documents filed on behalf of Geisinger Medical Center Development Foundation with the Department of State.)

DSCB: 15-7905 (Rev. 11-72)-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 9th day of June, 1981.

GEISINGER MEDICAL CENTER
DEVELOPMENT FOUNDATION

(NAME OF CORPORATION)

By:

[Handwritten Signature]

(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Handwritten Signature]

(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.

15 Pa. S. § 7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED
DEPT. OF STATE
JUN 10 1981

EXHIBIT A
TO
ARTICLES OF AMENDMENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEISINGER FOUNDATION

1. The name of the Corporation is Geisinger Foundation.

2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Geisinger Foundation
North Academy Avenue
Danville, Pennsylvania 17821

Attention: President

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue Code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

4. All activities of the Corporation shall be subject to the following restrictions:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have no members.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trust Committee of the Northeastern Bank of Pennsylvania (or its successor), all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

9. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of the Trust Committee of the Northeastern Bank of Pennsylvania (or its successor).

Printed and sold by John C. Clark Co., 1326 Walnut St., PHILA.

APPLICANT'S ACCOUNT NO. _____
DSCB. 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

81-42 437

Articles of
Amendment—
Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
623215

Filed this 16th day of
JUNE, A.D. 1981.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
Effective June 30, 1981

William P. Davis

SECRETARY OF THE COMMONWEALTH

In compliance with the requirements of 15 Pa. S. § 7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Geisinger Medical Center Development Foundation

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

<u>North Academy Avenue</u>	
(NUMBER)	(STREET)
<u>Danville</u>	<u>Pennsylvania</u>
(CITY)	(STATE)
	<u>17821</u>
	(ZIP CODE)

3. The statute by or under which it was incorporated is:

The Nonprofit Corporation Law of 1972 (15 Pa.S. §7101 et. seq.)

4. The date of its incorporation is: November 3, 1975

5. (Check, and if appropriate, complete one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

June 30, 1981 at the close of business.
(DATE) (HOUR)

6. (Check one of the following):

The amendment was adopted by the members pursuant to 15 Pa. S. § 7904(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. S. § 7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See the Amended and Restated Articles of Incorporation attached to these Articles of Amendment as Exhibit A and made a part hereof. (Pursuant to the provisions of Section 7103 of the Pennsylvania Nonprofit Corporation Law of 1972 (15 Pa.S. §7103), the Articles of Incorporation of Geisinger Medical Center Development Foundation, as a result of the restatement thereof in their entirety to be effected by the filing of these Articles of Amendment, shall not include any prior documents filed on behalf of Geisinger Medical Center Development Foundation with the Department of State.)

81-42 438

DSCB: 15-7905 (Rev. 11-22)-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 9th day of June, 1981.

GEISINGER MEDICAL CENTER
DEVELOPMENT FOUNDATION

(NAME OF CORPORATION)

By:

[Handwritten Signature]

(SIGNATURE)

President

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Handwritten Signature]

(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED
JUN 16 1981
DEPT. OF STATE

EXHIBIT A
TO
ARTICLES OF AMENDMENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEISINGER FOUNDATION

1. The name of the Corporation is Geisinger Foundation.

2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Geisinger Foundation
North Academy Avenue
Danville, Pennsylvania 17821

Attention: President

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue Code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

4. All activities of the Corporation shall be subject to the following restrictions:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have no members.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trust Committee of the Northeastern Bank of Pennsylvania (or its successor), all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

9. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of the Trust Committee of the Northeastern Bank of Pennsylvania (or its successor).

APPLICANT'S ACCOUNT NO. _____
DSCB: 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

Articles of
Amendment—
Domestic Nonprofit Corporation

81-08 1878

623215

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

FILED 1981 28th day of
January, A.D. 1981

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

William C. Davis

SECRETARY OF THE COMMONWEALTH bm

In compliance with the requirements of 15 Pa. S. § 7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Geisinger Medical Center Development Foundation

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

North Academy Avenue

(NUMBER)

(STREET)

Danville,

(CITY)

Pennsylvania

17821

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Nonprofit Corporation Law of 1972, Act of November 15, 1972 (P.L. 271)

4. The date of its incorporation is: November 3, 1975

5. (Check, and if appropriate, complete one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

_____ at _____
(DATE) (HOUR)

6. (Check one of the following):

The amendment was adopted by the members pursuant to 15 Pa. S. § 7904(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. S. § 7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that the first paragraph of Article 3 of the Articles of Incorporation of the Corporation relating to its purpose be amended, in its entirety, to read as follows:

First: The Corporation is incorporated exclusively for charitable, educational and scientific purposes within

81-08 1879

the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue Code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other exempt organizations for financing the services to be provided.

DSCB: 15-7906 (Rev. 11-72)-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 27th day of January, 1981.

GEISINGER MEDICAL CENTER DEVELOPMENT FOUNDATION
(NAME OF CORPORATION)

By:

Richard J. Leaver
(SIGNATURE)

President

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Charles E. Caniff
(SIGNATURE)

Secretary

(TITLE, SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa. S. § 7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

APPLICANT'S ACCOUNT NO.
DSCB 54-503 (Rev. 11-72)
Filing Fee, \$40
MIS-43

81-12 1185

(Line for numbering)

623215

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Decennial Report of
Continued Existence

Filed this 9 day of January, 1981
Commonwealth of Pennsylvania
Department of State
William C. Davis
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 54 Pa.C.S. §503 (relating to decennial filings required) the undersigned corporation or association does hereby certify that:

- The name of the corporation or association to which this report relates is:
Geisinger Medical Center Development Foundation
- The address of the registered or other office of the corporation or association is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):
North Academy Avenue
(NUMBER) (STREET)
Danville, Pennsylvania 17822
(CITY) (ZIP CODE)

3. (Check one of the following):
- The corporation continues to exist.
 - The association continues to exist.

IN TESTIMONY WHEREOF, the undersigned corporation or association has caused this report to be signed by a duly authorized officer and its corporate or other seal, if any, duly attested by another such officer, to be hereunto affixed this sixth day of January, 1981.

Geisinger Medical Center Development Foundation
(NAME OF CORPORATION OR ASSOCIATION)
By: *Henry Hood, M.D.*
(SIGNATURE)
Henry Hood, M.D., Chairman of the Board
(TITLE PRESIDENT VICE PRESIDENT ETC.)

Attest: *Jerome C. Horan*
(SIGNATURE)
Jerome C. Horan, Executive Vice President
(TITLE SECRETARY ASSISTANT SECRETARY ETC.)
(CORPORATE OR OTHER SEAL, IF ANY)

APPLICANT'S ACCT NO.

3-1-75:36 1161

DSCB: 15-7316 (Rev. 11-72)

623215

(Line for numbering)

Filing Fee: \$75
ATS-9
Articles of
Incorporation—
Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 3rd day of November, 1975.

Commonwealth of Pennsylvania
Department of State

C. McLaughlin Tucker
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7316 (relating to articles of incorporation) the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies (certify) that:

1. The name of the corporation is:

Geisinger Medical Center Development Foundation

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

North Academy Avenue

(NUMBER)

(STREET)

Danville

(CITY)

Pennsylvania

17821

(ZIP CODE)

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

SEE ATTACHMENT 3

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist is: perpetual

3-1-75:35 1162

DSCB 15-7316 (Rev 11-72)-2

5. The corporation is organized upon a nonstock basis.

6. ~~(Strike out if not applicable) The corporation shall have no members.~~

7. ~~(Strike out if not applicable) The incorporators constitute a majority of the members of the corporation.~~
~~(Strike out if not applicable) The incorporators constitute a majority of the members of the association.~~
by the requisite vote required by the organic law of the association for the amendment of such organic law.

8. The name(s) and post office address(es) of each incorporator(s) is (are):

NAME

ADDRESS

(Including street and number, if any)

George B. Sordoni, 100 Lake Street, Dallas, Pennsylvania 18612

Henry L. Hood, M. D. 10 Heather Hills Drive Danville, Pa. 17821

F. Kenneth Ackerman, Jr. R. D. #4 Danville, Pa. 17821

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 17th day of September, 1975.

George B. Sordoni (SEAL)

Henry L. Hood, M.D. (SEAL)
F. Kenneth Ackerman, Jr. (SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 29 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- B. One or more corporations or natural persons of full age may incorporate a nonprofit corporation.
- C. If the corporation is to be organized upon a stock share basis Paragraph 5 should be modified accordingly.
- D. Optional provisions required or authorized by law may be added as Paragraphs 9, 10, 11, ... etc.
- E. The following shall accompany this form:
 - (1) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).
 - (2) Any necessary governmental approvals.
- F. 15 Pa. S. 17317 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

STATE

16:8 AM 3 NOV 75

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3. First: Said corporation is organized exclusively for charitable, educational, and scientific purposes, qualifying as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to operate solely for the benefit of and in support of Geisinger Medical Center located in Danville, Pennsylvania, including the solicitation and administration of funds for the support of Geisinger Medical Center, provided that specifically designated gifts can be accepted and administered for the benefit of Geisinger Medical Center's other constituent organizations.

Second: No part of the net earnings of the corporation shall inure to the benefit, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Third: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such health care organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Northeastern Bank of Pennsylvania shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Fourth: The names and addresses of the persons who are the initial Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
George B. Sordoni	100 Lake Street, Dallas, Pennsylvania 18612
Henry L. Hood, M. D.	10 Heather Hills Drive, Danville, Pa. 17821
F. Kenneth Ackerman, Jr.	R. D. #4, Danville, Pa. 17821
Robert E. Diehl, Jr.	1070 Market Street, Sunbury, Pa. 17801
Robert L. Jones	8 W. Market Street, Wilkes-Barre, Pa. 18701
Richard F. Wegner	Frosty Hills Drive, Danville, Pa. 17821

**Geisinger Health Amended and Restated Articles of
Incorporation (post-transaction)**

ARTICLES OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEISINGER HEALTH

1. The name of the corporation is Geisinger Health (the “**Corporation**”).
2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Geisinger Health
100 North Academy Avenue
Danville, Pennsylvania 17822-4031

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the “**Internal Revenue Code**”), including, directly or indirectly, supporting the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

The Corporation shall have a fiduciary obligation to support the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger, (the “**Geisinger Trust**”).

4. All activities of the Corporation shall be subject to the following restrictions:
 - A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.
 - B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
 - C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.
 - D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The sole member of the Corporation (the “**Sole Member**”) is Risant Health, Inc., a Delaware nonprofit nonstock corporation. The rights, powers, and obligations of the Sole Member shall be set forth in the Bylaws of the Corporation.

8. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation, subject to the rights and powers of the Sole Member as set forth in the Bylaws of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

9. The Corporation was incorporated under the provisions of the Nonprofit Corporation Law of 1972, as amended.

10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trustee of the Geisinger Trust, or its successor, all of the assets of the Corporation to the Sole Member, provided that the Sole Member is then recognized as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code; and provided further, that if the Sole Member is not then so exempt, then to one or more organizations with similar objectives, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

11. The Articles of Incorporation of the Corporation shall not be amended without prior notice to the Trustee of the Geisinger Trust, or its successor, and the prior written approval of the Sole Member. In addition, any amendment to these Articles of Incorporation that violate the terms of that certain Health System Agreement by and among the Sole Member, the Corporation and Kaiser Foundation Hospitals, dated [____] (the “**HSA**”) shall also require the approval of the Corporation’s Board of Directors as set forth in the HSA and in the Bylaws of the Corporation.

12. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Geisinger Health Current Bylaws

AMENDED AND RESTATED

BYLAWS

OF

GEISINGER HEALTH

ARTICLE I

NAME AND LOCATION

1.01 Name. The name of the corporation is Geisinger Health (the “Corporation”).

1.02 Location. The location and post office address of the registered office of the Corporation is 100 North Academy Avenue, Danville, PA 17822-4031. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

ARTICLE II

PURPOSES

2.01 Purposes. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the “Internal Revenue Code”), including, directly or indirectly, supporting and operating for the benefit of Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Section 501(c)(3).

The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided by an affiliated organization. The Corporation shall not engage in any activity that constitutes the direct provision of medical care or treatment. Nor shall the Corporation directly or indirectly provide any medical advice, care or services to patients of any of its affiliates that are duly licensed to provide such advice, care and services.

The Corporation shall have a fiduciary obligation to support and provide the leadership to its affiliates to carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger (the “Geisinger Trust”).

ARTICLE III

BOARD OF DIRECTORS

3.01 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors. In addition to the powers and authority expressly granted by these Bylaws, the Board of Directors may exercise all powers of the Corporation and do all lawful acts and things that are not prohibited by applicable law, by the Articles of Incorporation, as may be amended from time to time, or by these Bylaws.

3.02 Duties. The Board of Directors of the Corporation shall serve as the governing body of the Corporation, and in connection therewith, the Board of Directors shall, in addition to taking action in furtherance of the purposes of the Corporation:

- (a) Regularly monitor operating performance and capital spending, including review of operating and capital forecasts;
- (b) Annually disclose dual interests between members of the Board of Directors and the Corporation;
- (c) Annually evaluate the performance of the Board of Directors;
- (d) Provide for orientation of new members on the Board of Directors;
- (e) Approve the incurrence of additional indebtedness, including indebtedness in the form of capital leases;

3.03 Delegation of Duties. The Board of Directors may delegate to a Standing Committee or Other Body¹, as defined in the Pennsylvania Nonprofit Law, such authority or duties as it deems appropriate and is not prohibited by applicable law.

3.04 Special Powers.

- (a) The Board of Directors shall appoint the members of Geisinger Affiliate corporations which have members, as may be appropriate, and which have affiliated themselves with the Corporation by providing in their articles of incorporation or bylaws or by contract that their members shall be appointed by the Corporation.
- (b) The Board of Directors shall appoint and remove Board Chairs and Standing Committee Chairs and Vice-Chairs of Geisinger Affiliates as set forth in respective bylaws of Geisinger Affiliates.

¹ Board delegated authority is more fully described in Board Standing Committee Charters and the Board's Delegated Authority Matrix.

3.05 Qualification. The Governance Committee shall strive to evaluate potential Board members that satisfy the required competencies determined necessary to assist Geisinger Health achieve its mission. Except as otherwise provided by these Bylaws, any natural person, whether or not a resident of Pennsylvania, is eligible to serve as a Director of the Corporation. Individuals who have been requested to serve as a member of the Board of Directors by virtue of their leadership role within the community, business world, or profession shall notify the Chair when their leadership role within the community, business world, or profession concludes. In such an event, the Board of Directors in its discretion may require a Director to tender his/her resignation.

3.06 Number. The Board of Directors shall consist of not less than nine (9) and not more than fifteen (15) members. Due to exceptional circumstances at the discretion of the Board, the Board may increase the total number of Directors to seventeen (17) members, including two (2) designated seats initially nominated by Community Medical Center Healthcare System (“CMCHS”) who shall serve pursuant to Sections 3.11 and 3.12 of these Bylaws (hereinafter the “CMCHS Director Designees and including the President and Chief Executive Officer (“CEO”) of the Corporation who shall serve as an ex-officio member of the Board of Directors (the “Ex-Officio Director”). The actual number of Directors shall be fixed from time to time by the Board.

3.07 Nomination of Directors. Prior to the Geisinger corporate annual organizational meeting or at other times as required, the Governance Committee shall, subject to Sections 3.05, 3.11 and 3.12 hereof, nominate candidates for the office of Director pursuant to the procedure set forth in the Governance Committee Charter.

3.08 Election. The Governance Committee shall include the Directors nominated to serve pursuant to Section 3.07 hereof on the slate of Directors to be elected to office at the time of the annual organizational meeting of the Board of Directors. At the annual organizational meeting, or at any meetings between the annual organizational meetings, the Directors may act to, pursuant to Section 3.06 of the Bylaws: (i) increase the number of Directors and elect new Directors to fill the vacancies resulting from such increase, or (ii) decrease the number of Directors other than the number of seats designated for the CMCHS Director Designees.

3.09 Term. Except as otherwise stated in Section 3.11 and 3.12 herein, the Directors may serve four (4) consecutive, three (3)-year terms, with a maximum continuous service length of twelve (12) years. Notwithstanding the foregoing, the Board of Directors, by majority vote, may extend a Director’s term as needed if doing so is deemed to be in the best interest of the Corporation (“Term Extension”). Additionally, in the event a candidate cannot be found to satisfy a required competency currently being satisfied by a Director who has completed twelve (12) years of service, that Director may be asked to serve an additional term until a replacement is found. Except as set forth in Sections 3.11 and 3.12 of these Bylaws, vacancies on the Board of Directors, or any Term Extensions, shall be nominated by the Governance Committee and approved by the Board of Directors.

3.10 Removal. With the exception of provisions set forth in Sections 3.11 and 3.12

Directors may be removed with or without cause by two-thirds (2/3) vote of the Board of Directors.

3.11 CMCHS Director Designees. Prior to closing that certain transaction between CMCHS and the Corporation as set forth in the Comprehensive Integration Agreement dated July 19, 2011 (the “CMCHS Integration Agreement”), CMCHS shall nominate two individuals as the CMCHS Director Designees and, upon approval by the Corporation’s Board of Directors, such individuals shall become members of the Corporation’s Board of Directors effective as of the Closing Date (as defined in the CMCHS Integration Agreement) of the transaction detailed in the CMCHS Integration Agreement. Approval of the CMCHS Director Designees shall not be unreasonably withheld by the Corporation’s Board of Directors. The CMCHS Director Designees shall serve for a period of two (2) consecutive one (1)-year terms thereafter, after which time the CMCHS Director Designees shall serve pursuant to Sections 3.07 and 3.08 of these Bylaws, and upon completion thereof, shall be re-elected for at least one (1) additional four (4)-year term, resulting in a total of not less than ten (10) full years of service on the Corporation’s Board of Directors. Each CMCHS Director Designee shall have the same rights and responsibilities as any other member of the Corporation’s Board of Directors.

3.12 Vacancy of CMCHS Director Designees. For the duration of the ten (10)-year period immediately following the Closing Date of the transaction detailed in the CMCHS Integration Agreement, the CMCHS Director Designees shall have the exclusive right to nominate candidates to fill any vacancies that may arise in their seats, whether due to resignation or removal, with the Corporation’s Directors having the exclusive right to review and approve all nominees; however, such approval shall not be unreasonably withheld.

3.13 Meetings. The annual organizational meeting of the Board of Directors shall be held at such time and place on the second Wednesday of December (or such other date) as the Board of Directors may determine. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time-to-time determine. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, President and CEO or more than one-third ($\frac{1}{3}$) of all Directors. Meetings of the Board of Directors may be held at any location within or without the Commonwealth of Pennsylvania.

3.14 Notice. Written notice of the time and place of all meetings of the Board of Directors shall be delivered to each Director at least five (5) days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws) and, in the case of special meetings, shall state the general nature of the business to be conducted. Notice shall be delivered personally, by electronic mail, by facsimile transmission or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at the Director’s most recent address listed in the records of the Corporation.

3.15 Quorum. One-half ($\frac{1}{2}$) of the Directors constitute a quorum for the transaction of business at any meeting of the Board of Directors unless a greater proportion is required by applicable law. The acts of a majority of those present at a meeting is necessary to take any formal action at that meeting.

3.16 Voting. Each Director, including the Chair of the Board, and the Ex-Officio Director, shall be entitled to one (1) vote on any matter submitted to a vote of the Board of Directors. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws. Unless otherwise provided by these Bylaws, in the event of an evenly distributed vote of the Directors, the vote of the Chair of the Board shall carry the motion in the manner in which the Chair voted.

3.17 Director Emeritus. The Board of Directors may appoint a former Director as Director Emeritus of the Board or to an advisory committee of the Board. An individual so appointed may be invited to attend social functions and an annual meeting where Emeritus Directors are briefed on the activities and operations of the Corporation.

3.18 Concurrence Required for Certain Transfers. The Corporation shall not, without the prior approval of the Trustee, either sell, transfer, or otherwise dispose of all, or substantially all, of the assets of Geisinger Medical Center.

ARTICLE IV

OFFICERS

4.01 Officers. Except as otherwise provided by these Bylaws, the Board of Directors, at its annual organizational meeting shall appoint the President and CEO of the Corporation, and upon nomination by the Governance Committee, the Board of Directors, at its annual organizational meeting and immediately following the election of Directors, shall elect the Chair and Vice-Chair of the Board, pursuant to Sections 4.02 and 4.03 below. Upon nomination by the Governance Committee, the President and CEO shall appoint the Chief Legal Officer and Secretary, the Associate Chief Legal Officer and Assistant Secretary, and the Executive Vice President, Chief Financial Officer and Treasurer. The Board of Directors may create such other offices as it deems necessary or desirable and upon nomination by the Governance Committee, the President and CEO shall appoint such officers as may be necessary to fill any additional offices created by the Board of Directors. The Chair and Vice-Chair of the Board and the President and CEO shall have such powers and duties as these Bylaws prescribe or as the Board of Directors may determine from time-to-time, and, except as otherwise provided by these Bylaws, shall serve at the discretion of the Board of Directors. All other officers shall have the powers and duties as prescribed by these Bylaws or as determined from time to time by the President and CEO or the Board of Directors and shall serve at the discretion of the President and CEO and the Board of Directors. No officer need be a Director except the Chair and Vice-Chair of the Board, who shall be chosen from among the Directors, and the President and CEO who shall be a Director by reason of holding such office. Any two (2) or more offices may be held by the same person. With the exception of the Chair and Vice-Chair of the Board who shall serve pursuant to Sections 4.02 and 4.03 below, all officers shall hold office for a term of one (1) year (or such other term as the Board of Directors shall determine for any office from time to time) or until their respective successors are elected and have qualified, unless sooner removed by the Board of Directors or the President and CEO in accordance with their respective powers set forth herein. Neither the Chair of the

Board of the Trustee, the Vice-Chair of the Board of the Trustee nor any officer of the Trustee may serve as Chair of the Board, President and CEO of the Corporation without the written consent of the Board of Directors and the Trustee.

4.02 Chair of the Board of Directors. The Chair of the Board of Directors shall be, at all times, a Geisinger Health Director. The Chair of the Board shall be nominated by the Governance Committee from among the Directors and will thereafter be appointed by the Geisinger Health Board of Directors. Unless the Chair's term is extended pursuant to Section 3.09, the Chair of the Board shall serve a three (3) year term and shall be eligible for re-election to a second three (3) year term assuming their twelve (12) year term has not expired. If the Chair's twelve (12) year term of service expires during the three (3) year term of Chair, the Chair may serve beyond the twelve (12) year term until the end of their then current term. The Chair of the Board shall preside at all meetings of the Board of Directors and the Emergency Action Committee, if present. The Chair of the Board shall be a voting member ex-officio of all Standing Committees (as defined below in Section 5.01).

4.03 Vice-Chair of the Board of Directors. There shall be a Vice-Chair of the Board of Directors who shall be nominated by the Governance Committee from among the Directors and appointed by the Board of Directors. Unless the Chair's term is extended pursuant to Section 3.09, the Vice-Chair of the Board shall serve a three (3) year term and shall be eligible for re-election to a second three (3) year term assuming their twelve (12) year term has not expired. If the Vice-Chair's twelve (12) year term of service expires during the three (3) year term of Vice-Chair, the Vice-Chair may serve beyond the twelve (12) year term until the end of their then current term. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.

4.04 President and CEO. The President and CEO shall be the Chief Executive Officer of the Corporation. The President and CEO shall be responsible for the management of the Corporation, including the general supervision of all operations and personnel of the Corporation, subject in all cases to the policies and directions of the Board of Directors. With the exception of the Audit and Compliance and Geisinger Family Committees, the President and CEO may be eligible to serve as a voting member of other Standing Committees (as defined below in Section 5.01), at the Board's discretion.

4.05 Executive Vice President, Chief Legal Officer and Secretary. The Chief Legal Officer and Secretary shall keep the minutes of all meetings of the Board of Directors and shall have charge and custody of the records and seal of the Corporation. The Chief Legal Officer and Secretary shall have such other duties and responsibilities as are customarily associated with such office or are assigned by the President and CEO or the Board of Directors.

4.06 Associate Chief Legal Officer, Assistant Secretary. In the absence of the Executive Vice President, Chief Legal Officer and Secretary, the Associate Chief Legal Officer, Assistant Secretary shall perform the duties of the Secretary. The Associate Chief Legal Officer, Assistant Secretary shall have such other duties and responsibilities as are customarily associated with such office or are assigned by the President and CEO or the Board of Directors.

4.07 Executive Vice President, Chief Financial Officer and Treasurer. The Executive Vice President, Chief Financial Officer and Treasurer shall have charge and custody of all funds of the Corporation, shall maintain an accurate accounting system and shall present financial reports to the President and CEO and the Board of Directors in such manner and form as the President and CEO or the Board of the Directors may from time to time determine. The Executive Vice President, Chief Financial Officer and Treasurer shall have such other duties and responsibilities as are customarily associated with such office, or are assigned by the President and CEO or the Board of Directors.

4.08 Removal. Except as otherwise provided by these Bylaws, the Chair and Vice-Chair of the Board, and the President and CEO may be removed by the Geisinger Health Board of Directors at any time with or without cause. Any other officer of the Corporation may be removed by either the President and CEO or the Board of Directors at any time with or without cause.

4.09 Vacancy. Except as otherwise provided by these Bylaws, a vacancy in the offices of Chair and Vice-Chair of the Board shall be filled by a nomination from the Governance Committee and appointed by the Geisinger Health Board of Directors in its discretion and in accordance with these Bylaws. A vacancy in the office of President and CEO of the Corporation shall be filled by the Geisinger Health Board of Directors. Except as otherwise provided by these Bylaws, a vacancy in any other office shall be filled by either the President and CEO or the Board of Directors in their discretion.

4.10 Delegation of Duties. In the absence of the Chair, Vice-Chair and President and CEO, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any Director or other person that the Board of Directors may select. In the absence of any other officer of the Corporation, or for any other reason that the President and CEO or Board may deem sufficient, the President and CEO or Board may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any other person that the President and CEO or Board may select.

ARTICLE V

STANDING COMMITTEES OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEES

5.01 Standing Committees. The Board of Directors may establish such standing Committees of the Board of Directors as it deems necessary or desirable (“Standing Committees”). The Governance Committee shall nominate Directors and non-Directors to serve on Standing Committees for appointment by the Board of Directors pursuant to procedures established by the Board. The following are Standing Committees of the Board:

(a) **Audit and Compliance Committee.** The Audit and Compliance Committee shall consist of those individuals appointed from time to time by the Board of Directors. The Audit and Compliance Committee shall have the principal functions as identified in its charter.

- (b) **Finance Committee.** The Finance Committee shall consist of those individuals appointed from time to time by the Board of Directors. The Finance Committee shall have the principal functions as identified in its charter.
- (c) **Geisinger Family Committee.** The Geisinger Family Committee shall consist of those individuals appointed from time to time by the Board of Directors. The Chair of the Audit & Compliance Committee shall serve as an ex-officio voting member of the Geisinger Family Committee. The Geisinger Family Committee shall have the principal functions as identified in its charter.
- (d) **Governance Committee.** The Governance Committee shall consist of those individuals appointed from time to time by the Board of Directors. The Governance Committee shall have the principal functions as identified in its charter.
- (e) **Quality Committee.** The Quality Committee shall consist of those individuals appointed from time to time by the Board of Directors. The Quality Committee shall have the principal functions as identified in its charter.
- (f) **Emergency Action Committee.** The Emergency Action Committee shall be comprised of the Chair of the Board, Vice-Chair of the Board, the President and CEO (Ex-Officio Director), Chair of the Finance Committee and Chair of the the Quality Committee. The Chair of the Board shall serve as chair of the Emergency Action Committee. The Emergency Action Committee shall be subject in all respects to the authority and direction of the Board of Directors. The Emergency Action Committee shall exercise the power and authority of the Board of Directors to act on emergency matters between meetings of the Board of Directors.

With the exceptions of the Emergency Action Committee, which shall be comprised of only Directors, Standing Committees shall be comprised of Directors only and such other individuals that the Standing Committees, with the concurrence of the Board of Directors, may deem appropriate; provided, that, such non-Directors shall have voting privileges and shall possess the expertise required to guide the Standing Committees in fulfilling their respective purposes and functions, as long as the majority of any Standing Committee's membership consists of Directors. The Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law. All Standing Committees and their members shall serve at the discretion of the Board of Directors.

5.02 Advisory Committees. The Board of Directors, the Chair of the Board, or President and CEO may establish one or more Advisory Committees (and in each case, appoint the members and the chair thereof) to serve at the discretion of the Board of Directors and to advise the Board of Directors and the officers in the performance of their duties. Persons may be elected to serve on an Advisory Committee who are not Directors, provided that the chair of any Advisory Committee shall be chosen from among the Directors. No Advisory Committee may have or exercise any authority of the Board of Directors to manage the business or affairs of the Corporation. All Advisory Committees and their members shall serve at the discretion of the Board of Directors.

5.03 Standing Committee Chairs and Vice-Chairs. Standing Committee Chairs shall, at all times, be a Geisinger Health Director. Standing Committee Chairs shall be nominated by the Governance Committee from among those Directors currently serving as members of the Geisinger Health Board of Directors and will thereafter be appointed by the Geisinger Health Board of Directors. Standing Committee Vice-Chairs shall be nominated by the Governance Committee and appointed by the Geisinger Health Board of Directors. Standing Committee Chairs and Vice Chairs shall serve three (3) year terms and shall be eligible for re-election to a second three (3) year term assuming their twelve (12) year term of service has not expired. If the 12-year term of service expires during a 3-year term of the Committee Chair or Vice Chair, they may serve beyond the 12-year term until the end of their then current term. Vacancies in the Chair and Vice-Chair positions shall be filled by appointments made in the same manner as the initial appointments to such Committee position in accordance with these Bylaws.

5.04 Terms of Standing Committee Members. Each member of a Standing or Advisory Committee shall continue as such until the next annual organizational meeting of the Board of Directors or until his or her successor is elected and has qualified, unless sooner removed or unless such Committee is sooner disbanded by the Board of Directors. Vacancies in the membership of any Standing or Advisory Committee shall be filled by appointments made in the same manner as the initial appointments to such Committee in accordance with these Bylaws.

5.05 Removal. Any member of a Standing or Advisory Committee may be removed at any time with or without cause by two-thirds (2/3) vote of the Geisinger Health Board of Directors. Standing Committee Chairs and Vice-Chairs may be removed by the Geisinger Health Board of Directors at any time without or without cause. Successor Chairs and Vice-Chairs shall be appointed consistent with the provisions of section 5.03 of these bylaws.

5.06 Quorum. One-half (1/2) of Committee members constitute a quorum for the transaction of business at any meeting of the Committee unless a greater proportion is required by applicable law. The acts of a majority of those present at a meeting is necessary to take any formal action at that meeting.

5.07 Minutes, Procedures and Reports of Committees. The chair of each Standing and Advisory Committee shall designate a secretary, who need not be a member of such Committee. Each Standing and Advisory Committee shall establish procedural rules consistent with applicable law, these Bylaws and the policies and directions of the Board of Directors, shall keep minutes of each of its meetings and shall issue such reports as the Board of Directors or the officers may request.

ARTICLE VI

LIMITATION ON LIABILITY

6.01 Personal Liability of Directors. A director shall not be personally liable, as such, for monetary damages for any action taken, or the failure to take any action, unless (1) the director has breached or failed to perform the duties of his office under the Pennsylvania Nonprofit Corporation Law, as amended from time to time and the breach or failure to perform the duties constitutes self-dealing, willful misconduct or recklessness, or (2) the Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 1958 of the Internal Revenue Code of 1986, as amended. The provisions of this Section 6.01 shall not apply to (1) the responsibility or liability of a director pursuant to any criminal statute or (2) the liability of a director for the payment of taxes pursuant to local, state or federal law (including any excise taxes which may be due as appropriate if the action or failure to act is deemed to constitute an excess benefit transaction).

ARTICLE VII

INDEMNIFICATION

7.01 Right to Indemnification. To the maximum extent permitted by the Pennsylvania Nonprofit Corporation Law, as amended from time-to-time, the Corporation shall indemnify its currently acting and its former directors and officers and those persons who, at the request of the Corporation serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities, and may indemnify any of its current or former employees, agents against any and all liabilities incurred in connection with their services in such capacities to the extent determined appropriate by the Board of Directors. In such circumstances, the Corporation shall pay expenses incurred by any currently acting or former director or officer, and may pay expenses incurred by any current or former employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, the director, officer, employee, or agent agrees to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law.

ARTICLE VIII

CONFLICT OF INTEREST

8.01 Conflict of Interest. No contract or other transaction between this Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if (1) the material facts as to the

relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or (2) the contract or transaction is fair as to the Corporation as of the time it authorized, approved or ratified by the Board of Directors.

8.02 Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 8.01 of these Bylaws.

ARTICLE IX

MISCELLANEOUS PROVISIONS

9.01 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

9.02 Consent of Directors and Committee Members in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Directors or any Committee may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, shall be signed by all of the Directors or respective Committee members, as the case may be, and is subsequently filed with the Secretary of the Corporation.

9.03 Seal. The seal of the Corporation shall be in the form of two (2) concentric circles inscribed with the name of the Corporation and the year and jurisdiction in which it is incorporated. The Secretary or any Assistant Secretary shall have the right and power to attest to the corporate seal. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to affix the word “SEAL” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

ARTICLE X

AMENDMENTS

10.01 Amendments. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the Board of Directors. These Bylaws may not be altered, amended or repealed to contravene the rights of the Corporation and CMCHS described in the CMCHS Integration Agreement.

Date last reviewed: December 16, 2021

Date last revised: March 17, 2022

**Geisinger Health Amended and Restated Bylaws
(post-transaction)**

AMENDED AND RESTATED

BYLAWS

OF

GEISINGER HEALTH

ARTICLE I

NAME AND LOCATION

1.01 **Name**. The name of the corporation is Geisinger Health (the “**Corporation**”).

1.02 **Location**. The location and post office address of the registered office of the Corporation is 100 North Academy Avenue, Danville, PA 17822-4031. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

ARTICLE II

PURPOSES

2.01 **Purposes**. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the “**Internal Revenue Code**”), including, directly or indirectly, supporting and operating for the benefit of Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Section 501(c)(3).

The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided by an affiliated organization. The Corporation shall not engage in any activity that constitutes the direct provision of medical care or treatment. Nor shall the Corporation directly or indirectly provide any medical advice, care or services to patients of any of its affiliates that are duly licensed to provide such advice, care and services.

The Corporation shall have a fiduciary obligation to support and provide the leadership to its affiliates to carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger (the “**Geisinger Trust**”).

ARTICLE III

MEMBER

3.01 **Sole Member**. The sole member of the Corporation shall be Risant Health, Inc., a Delaware nonprofit nonstock corporation (the “**Sole Member**”).

3.02 Reserved Powers. The Sole Member shall have all powers with respect to the Corporation (and its Controlled Affiliates (as defined in that certain Health System Agreement, by and among the Sole Member, the Corporation and Kaiser Foundation Hospitals (“**Kaiser**”), dated April 20, 2023 (the “**HSA**”)) other than the specific GH Board Responsibilities (as defined in Section 4.01 below) (collectively, all powers of the Sole Member referred to herein as the “**Reserved Powers**”). For the avoidance of doubt, any power not explicitly set forth as one of the GH Board Responsibilities is and shall be reserved exclusively to the Sole Member (which may exercise, or delegate, such powers as it determines appropriate).

3.03 Manner of Acting. In the exercise of its powers as contemplated under this Article III and the other provisions of these Bylaws, the Sole Member shall act through its board of directors or through an officer or committee duly authorized by its board of directors to take such action in accordance with the Sole Member’s bylaws, resolutions or its board-approved policies, or its other applicable governing instruments.

3.04 Meetings. Annual meetings may be held or dispensed with by the Sole Member. If held, such annual meeting shall be held at the first regularly scheduled meeting of the Board of Directors of the Corporation of that year or such time and place designated by the Sole Member.

ARTICLE IV BOARD OF DIRECTORS

4.01 GH Board Responsibilities. The Board of Directors of the Corporation shall have only the responsibilities with respect to the Corporation listed in (a) through (q) below and Section 4.02 hereof (collectively, the “**GH Board Responsibilities**”) and no others. All other powers and responsibilities with respect to the Corporation (and, therefore, its Controlled Affiliates) shall be reserved to the Sole Member consistent with Section 3.02 above and included in the Reserved Powers.

(a) Oversight of the Corporation’s credentialing, quality assurance, community relations, assessment of community needs and community benefits, philanthropy, and other matters as may be delegated by the Sole Member, as well as governance oversight of the medical staff and related matters as may be mandated to be performed by the Board of Directors of the Corporation by Legal Requirements (as defined in the HSA) and/or the Medicare Conditions of Participation as applicable from time to time (which governance oversight may be delegated to other governing bodies of the Corporation’s Controlled Affiliates consistent with Legal Requirements and accreditation requirements);

(b) The right to participate in the development of the Sole Member’s strategy and operating model as such are being established;

(c) The right to make Recommendations (as hereinafter defined) to the Sole Member’s board with respect to the Corporation’s strategic plans and capital projects (including the capital projects on which the capital commitments for the Corporation and described in the HSA, other than the Baseline Capital Commitment (as defined therein), will be expended);

(d) The right to make Recommendations to the Sole Member's board with respect to the Corporation's capital and operating budgets and annual forecasts of expected financial performance;

(e) The right, in perpetuity, to approve transactions or actions that would cause the Corporation and/or its Controlled Affiliates, to become controlled by, or subject to, a faith-based religious organization;

(f) During the time periods specifically set forth in Section 3.3.6 of the HSA, and in accordance with Section 3.3.2.3 of the HSA, the right to nominate two (2) individuals from among the members of the Board of Directors of the Corporation who, if reasonably acceptable to Kaiser, shall be appointed by Kaiser to the Sole Member's board;

(g) In the event of a transfer of the Sole Member's membership interests to a Controlled Affiliate of Kaiser (as defined in the HSA), including via merger, during the time periods specifically set forth in Section 3.3.6 of the HSA, the right to nominate the same number of representatives to serve on the governing body of the business entity that has the same or greater direct governance rights over the Corporation as the Sole Member had prior to the transfer, all in accordance with Sections 3.4.1.8 and/or 3.4.2.1 of the HSA;

(h) The right, in perpetuity, to approve transactions or actions that would cause the Corporation or its tax-exempt Controlled Affiliates to cease operating as tax-exempt entities;

(i) The right, in perpetuity, to approve a decision to cause the Corporation and/or substantially all of its Controlled Affiliates to file for bankruptcy or to bring a receivership proceeding;

(j) The right, in perpetuity, to approve a decision to cause the Corporation and/or substantially all of its Controlled Affiliates to be dissolved;

(k) For a period of ten (10) years following the Closing Date (as defined in the HSA), and subject to Section 3.4.1.8 of the HSA, the right to approve a sale or Change of Control (as defined in the HSA) of the Corporation, Geisinger Health Plan and/or substantially all of their respective Controlled Affiliates to a not-for-profit, secular entity. For an additional five (5) years thereafter, in the event that the Sole Member proposes to seek a Change of Control of the Corporation, the board of directors of the Sole Member shall form a special committee, with equal representation from Sole Member's board and the Board of Directors of the Corporation, to define desired terms, to evaluate potential acquirers or merger partners, and to make a Recommendation to the Sole Member's board as to the preferred acquirer or merger partner, with the final decision resting in the discretion and business judgment of the Sole Member's board;

(l) If, at any time after ten (10) years following the Closing Date, the Sole Member, subject to the process set forth in subsection (k) above until fifteen (15) years following the Closing Date, and at its discretion thereafter, elects to transfer control of the Corporation and its Controlled Affiliates, the process for any such transfer of control of the Corporation and its Controlled Affiliates shall be as set forth in Sections 4.3.9.1 and 4.3.9.2 of the HSA and the Board

of Directors of the Corporation shall have all rights of the Board of Directors of the Corporation as specifically detailed therein as if the same were fully set forth in these Bylaws.

(m) The right to approve the changes to the branding of any entity, facility or health plan that, subject to due diligence, would cause the Corporation or one of its direct or indirect subsidiaries to violate the terms of that certain Restatement of Agreement by and among PNC Bank, National Association, Geisinger Health System Foundation, Geisinger Medical Center and Geisinger Clinic, dated October 22, 2012 (related to (i) the Abigail A. Geisinger Will, dated June 19, 1915, (ii) the Indenture between Abigail A. Geisinger and The Scranton Trust Company, dated September 27, 1917, (iii) Codicil to Will of Abigail A. Geisinger #1, dated November 3, 1917, (iv) Codicil to Will of Abigail A. Geisinger #2, dated March 2, 1918, and (v) Codicil to Will of Abigail A. Geisinger #3, dated September 24, 1919) (the “**Trust Agreement**”), or, the contracts of the Corporation or its subsidiaries with existing branding commitments as set forth on Schedule 4.3.10 of the HSA;

(n) The right to approve any amendments to the articles of incorporation, bylaws or analogous governing documents of the Corporation or any its Controlled Affiliates that would violate the terms of the HSA;

(o) For each CEO (as defined below) hired by the Corporation, the right, together with the Sole Member, to identify a slate of final candidates, to interview such candidates and to make a Recommendation to the President of the Sole Member;

(p) The right to initiate the dispute resolution process set forth in Article 12 of the HSA; and

(q) Those other responsibilities specifically set forth in the following sections of these Bylaws: Sections 4.03 (*Delegation of Duties*), Section 4.02 (*Additional Duties*), Section 4.06 (*Nomination of Directors*), Section 4.07 (*Election*), 4.09 (*Removal*), Section 4.10 (*Meetings*); Section 4.11 (*Notice*), 5.01 (*Officers*), 5.02 (*Chair of the Board of Directors*), 5.03 (*Vice-Chair of the Board of Directors*), 5.08 (*Removal*), 5.09 (*Vacancy*), 5.10 (*Delegation of Duties*), 6.01 (*Standing Committees*), 6.02 (*Advisory Committees*), 6.03 (*Standing Committee Chairs and Vice-Chairs*), 6.05 (*Removal*) and 11.01 (*Amendments*)

As used in this Section 4.01, “**Recommendations**” of the Board of Directors of the Corporation means the right to make proposals to and provide input to the Sole Member; provided, however, that the Sole Member may initiate and take its own actions without a Recommendation and/or modify and/or not accept proposals recommended by the Board of Directors of the Corporation.

The GH Board Responsibilities are not intended to, and shall not be exercised so as to, impede the financial consolidation of the Corporation with the Sole Member.

4.02 Additional Duties. In connection with the GH Board Responsibilities, the Board of Directors of the Corporation shall also:

- (a) Annually disclose potentially conflicting interests between members of the Board of Directors and the Corporation;
- (b) Annually evaluate the performance of the Board of Directors of the Corporation; and
- (c) Provide for orientation of new members on the Board of Directors of the Corporation.

4.03 Delegation of Duties. The Board of Directors of the Corporation may, in accordance with Article VI below and to the extent not prohibited by applicable law: (a) delegate to a Standing Committee such authority or duties within the GH Board Responsibilities as may be permitted by the then-current Governance Committee charter or as may be approved by the Sole Member, or (b) delegate to the governing boards of its Controlled Affiliates (as such term is defined in the HSA) any of those specific items set forth in Section 4.01(a) above.

4.04 Number. The Board of Directors of the Corporation shall consist of not less than nine (9) and not more than seventeen (17) members, as determined from time to time jointly by the Board of Directors of the Corporation and Sole Member for the first ten (10) years following the Effective Time (as defined in the HSA), and at all times thereafter by the Sole Member in its discretion. Directors shall be appointed by the Sole Member. The Board of Directors of the Corporation shall be comprised as following:

- (a) the President and Chief Executive Officer of the Corporation (“**CEO**”) who shall serve as an ex-officio member of the Board of Directors of the Corporation (the “**Ex-Officio Director**”) with full voting power;
- (b) two (2) directors who shall be appointed by the Sole Member (the “**HSD Directors**”); and
- (c) such number of directors equal to (i) the then current authorized number of directors, *less* (ii) the Ex-Officio Director and the HSD Directors (the “**Geisinger Health Directors**” and, collectively with the Ex-Officio Director and the HSD Directors, each, a “**Director**”).

4.05 Qualification. The Governance Committee shall strive to evaluate potential Geisinger Health Directors that satisfy the required competencies determined necessary to assist the Corporation achieve its mission. Except as otherwise provided by these Bylaws, any natural person, whether or not a resident of Pennsylvania, is eligible to serve as a Geisinger Health Director of the Corporation. Individuals who have been requested to serve as a member of the Board of Directors of the Corporation by virtue of their leadership role within the community, business world, or profession shall notify the Chair when their leadership role within the community, business world, or profession concludes. In such an event, the Board of Directors of the Corporation in its discretion may require a Geisinger Health Director to tender his/her resignation. The HSD Directors shall have such qualifications as determined by the Sole Member from time to time in its sole discretion. The Governance Committee shall ensure that individuals who live in, work in, or are otherwise involved with the communities served by the Corporation shall continue

to have some representation on the Board of Directors of the Corporation at all times as Geisinger Health Directors.

4.06 Nomination of Directors. Vacancies of Geisinger Health Directors on the Board of Directors of the Corporation (whether caused by the expiration of an initial or renewal term or such Geisinger Health Director's death, resignation or removal, and, for the avoidance of doubt, not vacancies with respect to HSD Directors) shall be nominated by the Governance Committee to the Board of Directors of the Corporation and, if approved by the Board of Directors of the Corporation, to the Sole Member pursuant to the procedure set forth in the Governance Committee Charter; provided, however, that if the Board of Directors of the Corporation or the Sole Member reject a nominee, the Governance Committee shall nominate an additional candidate in accordance with this Section 4.06 until the nominee is approved by both the Board of Directors of the Corporation and the Sole Member. Prior to the Corporation's annual organizational meeting of the Board of Directors of the Corporation or at other times as required, the Governance Committee shall, subject to Section 4.05 hereof, nominate candidates to the Board of Directors of the Corporation (other than candidates for HSD Directors) and, if approved by the Board of Directors of the Corporation, the Board of Directors of the Corporation shall, at Corporation's annual organizational meeting or a special meeting called for the purpose of nomination, nominate such candidates to the Sole Member for the office of Geisinger Health Director pursuant to the procedure set forth in the Governance Committee Charter; provided, however, that if the Board of Directors of the Corporation or the Sole Member reject a nominee, the Governance Committee shall nominate an additional candidate in accordance with this Section 4.06 until the nominee is approved by both the Board of Directors of the Corporation and the Sole Member. Vacancies of HSD Directors on the Board of Directors of the Corporation shall be appointed by the Sole Member.

4.07 Election. The Governance Committee shall include the Geisinger Health Directors nominated to serve pursuant to Section 4.06 hereof on the slate of Geisinger Health Directors to be appointed to office at the time of the Corporation's annual organizational meeting. If such nominees are approved by the Board of Directors of the Corporation and are acceptable to the Sole Member, such nominees shall be appointed by the Sole Member.

4.08 Term. The Geisinger Health Directors may serve four (4) consecutive, three (3)-year terms, with a maximum continuous service length of twelve (12) years. The HSD Directors who are executive level employees of the Sole Member shall not be subject to term limits and the Ex-Officio Director shall serve so long as he or she holds the office of President and CEO. Notwithstanding the foregoing, the Sole Member, upon the request of the Board of Directors of the Corporation, by majority vote, may extend a Geisinger Health Director's term as needed if doing so is deemed to be in the best interest of the Corporation.

4.09 Removal. Each Director shall serve until his or her term expires, and thereafter until his or her successor is duly appointed, or until his or her earlier death, resignation or removal. During the first ten (10) years following the Effective Time (as defined in the HSA), Geisinger Health Directors may only be removed with cause either by (a) the Board of Directors of the Corporation, with the approval of the Sole Member, or (b) the Sole Member. After the tenth (10th) anniversary of the Effective Time (as defined in the HSA), Geisinger Health Directors may be

removed with or without cause by: (x) the Sole Member; or (y) by two-thirds (2/3) vote of the Board of Directors of the Corporation. HSD Directors may be removed with or without cause by the Sole Member at any time. Vacancies on the Board of Directors of the Corporation shall be filled pursuant to Sections 4.06 and 4.07 above. For the avoidance of doubt, the Sole Member's ability to remove a Geisinger Health Director for cause would include, without limitation, removal of a Geisinger Health Director for actions that are inconsistent with the Sole Member's mission, purpose or strategy so long as such removal does not limit the right of the Board of Directors of the Corporation, or the Geisinger Health Directors, taken as a whole, from exercising their rights and responsibilities as defined and set forth in the HSA.

4.10 Meetings. The annual organizational meeting of the Board of Directors of the Corporation shall be held at such time and place on the second Wednesday of December (or such other date) as the Board of Directors of the Corporation may determine. Regular meetings of the Board of Directors of the Corporation shall be held at such times and places as the Board of Directors of the Corporation may from time-to-time determine. Special meetings of the Board of Directors of the Corporation may be called at any time by the Chair of the Board, President and CEO or more than one-third ($\frac{1}{3}$) of all Directors. Meetings of the Board of Directors of the Corporation may be held at any location within or without the Commonwealth of Pennsylvania.

4.11 Notice. Written notice of the time and place of all meetings of the Board of Directors shall be delivered to each Director at least five (5) days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws) and, in the case of special meetings, shall state the general nature of the business to be conducted. Notice shall be delivered personally, by electronic mail, by facsimile transmission or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at the Director's most recent address listed in the records of the Corporation.

4.12 Quorum. One-half ($\frac{1}{2}$) of the Directors constitute a quorum for the transaction of business at any meeting of the Board of Directors of the Corporation unless a greater proportion is required by applicable law. The acts of a majority of those present at a meeting is necessary to take any formal action at that meeting in accordance with Section 4.13 below.

4.13 Voting. Each Director, including the Chair of the Board of Directors of the Corporation, and the Ex-Officio Director, shall be entitled to one (1) vote on any matter within the GH Board Responsibilities submitted to a vote of the Board of Directors of the Corporation. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors of the Corporation, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws. Unless otherwise provided by these Bylaws, in the event of an evenly distributed vote of the Directors, the vote of the Chair of the Board of Directors of the Corporation shall carry the motion in the manner in which the Chair voted.

4.14 Director Emeritus. The Board of Directors of the Corporation may appoint a former Director as Director Emeritus of the Board of Directors of the Corporation or to an advisory committee of the Board of Directors of the Corporation. An individual so appointed may be invited

to attend social functions and an annual meeting where Emeritus Directors are briefed on the activities and operations of the Corporation.

4.15 Concurrence Required for Certain Transfers. The Corporation shall not, without prior notification to the Trustee, either sell, transfer, or otherwise dispose of all, or substantially all, of the assets of Geisinger Medical Center.

ARTICLE V OFFICERS

5.01 Officers. The Corporation shall have a Chairman of the Board of Directors of the Corporation, a Vice-Chair of the Board of Directors of the Corporation, a President and CEO, a Secretary, an Assistant Secretary, a Treasurer and such other officers as the Sole Member may designate from time to time. The Sole Member shall appoint all officers other than the Chair and Vice-Chair, as noted below. With respect to the hiring of the President and CEO from time to time, the Board of Directors of the Corporation and the Sole Member together shall identify a slate of final candidates. The Board of Directors of the Corporation shall interview such candidates and make a Recommendation to the President of the Sole Member. The Sole Member shall make the final decision on the hiring of the President and CEO in its sole discretion. Upon nomination by the Governance Committee, the Board of Directors of the Corporation shall appoint the Chair and Vice-Chair at the Corporation's annual organizational meeting of the Board of Directors of the Corporation. Any two (2) or more offices may be held by the same person. With the exception of the Chair and Vice-Chair of the Board of Directors of the Corporation who shall serve pursuant to Sections 5.02 and 5.03 below, all officers shall hold office for a term of one (1) year (or such other term as the Sole Member shall determine from time to time) or until their respective successors are elected and have qualified, unless sooner removed in accordance with Section 5.08 below. Neither the Chair of the Board of the Trustee, the Vice-Chair of the Board of the Trustee nor any officer of the Trustee may serve as Chair of the Board, President and CEO of the Corporation without the written consent of the Board of Directors of the Corporation and the Trustee.

5.02 Chair of the Board of Directors. The Chair of the Board of Directors of the Corporation shall be, at all times, a Director. The Chair of the Board of Directors of the Corporation shall be nominated by the Governance Committee from among the Directors and will thereafter be appointed by the Board of Directors of the Corporation. The Board of Directors shall provide notice to Sole Member upon appointment of the Chair. Unless the Chair's term is extended pursuant to Section 4.04, the Chair of the Board of Directors of the Corporation shall serve a three (3) year term and shall be eligible for re-appointment to a second three (3) year term assuming their twelve (12) year term has not expired. If the Chair's twelve (12) year term of service expires during the three (3) year term of Chair, the Chair may serve beyond the twelve (12) year term until the end of their then current term. The Chair of the Board of Directors of the Corporation shall preside at all meetings of the Board of Directors of the Corporation and the Emergency Action Committee, if present. The Chair of the Board of Directors of the Corporation shall be a voting member ex-officio of all Standing Committees (as defined below in Section 6.01).

5.03 Vice-Chair of the Board of Directors. There shall be a Vice-Chair of the Board of Directors of the Corporation who shall be nominated by the Governance Committee from

among the Directors and appointed by the Board of Directors of the Corporation. The Board of Directors shall provide notice to Sole Member upon appointment of the Vice-Chair. Unless the Chair's term is extended pursuant to Section 4.09, the Vice-Chair of the Board of Directors of the Corporation shall serve a three (3) year term and shall be eligible for re-appointment to a second three (3) year term assuming their twelve (12) year term has not expired. If the Vice-Chair's twelve (12) year term of service expires during the three (3) year term of Vice-Chair, the Vice-Chair may serve beyond the twelve (12) year term until the end of their then current term. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.

5.04 President and CEO. The President and CEO shall be the Chief Executive Officer of the Corporation. The President and CEO shall have such duties and responsibilities and reporting obligations as are assigned by the Sole Member from time to time; provided, however, that, with respect to the GH Board Responsibilities, the President and CEO shall have such duties and responsibilities as are assigned by the Board of Directors of the Corporation. The President and CEO also shall report to the Board of Directors of the Corporation on matters relevant to the GH Board Responsibilities and shall provide informational updates from time to time, as appropriate, on other matters relevant to the Corporation as necessary for the Board of Directors of the Corporation to conduct the GH Board Responsibilities. The President and CEO may be eligible to serve as a voting member of the Standing Committees (as defined below in Section 6.01), at the Board of Directors of the Corporation's discretion.

5.05 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors of the Corporation and shall have charge and custody of the records and seal of the Corporation. The Secretary shall have such other duties and responsibilities and reporting obligations as are assigned by the Sole Member from time to time.

5.06 Assistant Secretary. In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary. The Assistant Secretary shall have such other duties and responsibilities as are customarily associated with such office or are assigned by the Sole Member from time to time.

5.07 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall maintain an accurate accounting system and shall present financial reports to the Sole Member in such manner and form as the Sole Member may from time to time determine. The Treasurer shall have such other duties and responsibilities as are customarily associated with such office or are assigned by the Sole Member from time to time.

5.08 Removal. The Sole Member may remove the President and CEO, Secretary, Assistant Secretary and Treasurer with or without cause at any time. The Board of Directors of the Corporation may remove the Chair of the Board of Directors and Vice-Chair of the Board of Directors with cause at any time. In addition, the Chair or Vice-Chair may be removed without cause by the mutual agreement of the Sole Member and the Board of Directors of the Corporation.

5.09 Vacancy. Except as otherwise provided by these Bylaws, a vacancy in the offices of Chair and Vice-Chair of the Board of Directors of the Corporation shall be filled by a nomination from the Governance Committee and appointed by the Board of Directors of the

Corporation in its discretion and in accordance with these Bylaws. A vacancy in the office of President and CEO of the Corporation shall be filled by the Sole Member as set forth in Section 5.01 above. Except as otherwise provided by these Bylaws, a vacancy in any other office shall be filled by the Sole Member in its discretion.

5.10 Delegation of Duties. In the absence of the Chair or Vice-Chair and President and CEO, or for any other reason that the Board of Directors of the Corporation may deem sufficient, the Board of Directors of the Corporation may delegate, with respect to the GH Board Responsibilities only, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any Director or other person that the Board of Directors of the Corporation may select. In the absence of any other officer of the Corporation, or for any other reason that the President and CEO or Board of Directors of the Corporation may deem sufficient, the President and CEO or Board of Directors of the Corporation may delegate, with respect to the GH Board Responsibilities only, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any other person that the President and CEO or Board of Directors of the Corporation may select.

ARTICLE VI STANDING COMMITTEES OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEES

6.01 Standing Committees. With the consent of the Sole Member, the Board of Directors of the Corporation may establish such standing committees of the Board of Directors of the Corporation as it deems appropriate, necessary, or desirable and is not prohibited by applicable law (each, a “**Standing Committee**”). Each Standing Committee shall have the principal functions as identified in such Standing Committee’s charter, which charters shall be approved by the Sole Member prior to adoption. For the avoidance of doubt, the existence of a Standing Committee and/or a Standing Committee’s charter shall not expand the functions or authority of the Board of Directors of the Corporation beyond the GH Board Responsibilities. Unless otherwise explicitly stated in any Standing Committee Charter, any responsibilities included in any Standing Committee’s charter beyond the GH Board Responsibilities shall be in an advisory capacity only and shall be reported directly to the Sole Member. All Standing Committees and their members shall serve at the discretion of the Board of Directors of the Corporation; provided, however, that the Sole Member shall be entitled, but not obligated, to appoint one member to any Standing Committee, in its sole discretion. The Governance Committee shall nominate Directors and non-Directors to serve on Standing Committees for appointment by the Board of Directors of the Corporation pursuant to procedures established by the Board of Directors of the Corporation. The following are Standing Committees of the Board of Directors of the Corporation:

(a) **Audit and Compliance Committee.** The Audit and Compliance Committee shall consist of those individuals appointed from time to time by the Board of Directors of the Corporation. The Audit and Compliance Committee shall have the principal functions as identified in its charter.

(b) **Finance Committee.** The Finance Committee shall consist of those individuals appointed from time to time by the Board of Directors of the Corporation. The Finance Committee shall have the principal functions as identified in its charter.

(c) **Geisinger Family Committee.** The Geisinger Family Committee shall consist of those individuals appointed from time to time by the Board of Directors of the Corporation. The Chair of the Audit & Compliance Committee shall serve as an ex-officio voting member of the Geisinger Family Committee. The Geisinger Family Committee shall have the principal functions as identified in its charter.

(d) **Governance Committee.** The Governance Committee shall consist of those individuals appointed from time to time by the Board of Directors of the Corporation. The Governance Committee shall have the principal functions as identified in its charter.

(e) **Quality Committee.** The Quality Committee shall consist of those individuals appointed from time to time by the Board of Directors of the Corporation. The Quality Committee shall have the principal functions as identified in its charter.

(f) **Emergency Action Committee.** The Emergency Action Committee shall be comprised of the Chair of the Board of Directors of the Corporation, Vice Chair of the Board of Directors of the Corporation, the President and CEO (Ex-Officio Director), the Chair of the Finance Committee, the Chair of the Quality Committee, and at least one (1) HSD Director. The Chair of the Board of Directors of the Corporation shall serve as the chair of the Emergency Action Committee. The Emergency Action Committee shall be subject in all respects to the authority and direction of the Board of Directors of the Corporation. The Emergency Action Committee shall exercise the power and authority of the Board of Directors of the Corporation to act on emergency matters between meetings of the Board of Directors of the Corporation.

With the exception of the Emergency Action Committee, which shall be comprised of only Directors, Standing Committees shall be comprised of Directors and such other individuals that the Standing Committees, with the concurrence of the Sole Member, may deem appropriate; provided, that, such non-Directors shall have voting privileges and shall possess the expertise required to guide the Standing Committees in fulfilling their respective purposes and functions, as long as the majority of any Standing Committee's membership consists of Directors. For clarification purposes and as detailed earlier in these Bylaws, the Board of Directors of the Corporation may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law. All Standing Committees and their members shall serve at the discretion of the Board of Directors of the Corporation.

6.02 Advisory Committees. The Board of Directors of the Corporation, the Chair of the Board of Directors of the Corporation, or President and CEO may establish one or more Advisory Committees (and in each case, appoint the members and the chair thereof) to serve at the discretion of the Board of Directors of the Corporation and to advise the Board of Directors of the Corporation and the Officers in the performance of their duties. Persons may be elected to serve on an Advisory Committee who are not Directors, provided that the chair of any Advisory Committee shall be chosen from among the Directors. No Advisory Committee may have or exercise any authority of the Board of Directors of the Corporation to manage the business or

affairs of the Corporation. All Advisory Committees and their members shall serve at the discretion of the Board of Directors of the Corporation.

6.03 Standing Committee Chairs and Vice-Chairs. Standing Committee Chairs shall, at all times, be a Director. Standing Committee Chairs shall be nominated by the Governance Committee from among those Directors currently serving as members of the Board of Directors of the Corporation and will thereafter be appointed by the Board of Directors of the Corporation. Standing Committee Vice-Chairs shall be nominated by the Governance Committee and appointed by the Board of Directors of the Corporation. Standing Committee Chairs and Vice-Chairs shall serve three (3) year terms and shall be eligible for re-election to a second three (3) year term assuming their twelve (12) year term of service has not expired. If the 12-year term of service expires during a 3-year term of the Committee Chair or Vice-Chair, they may serve beyond the 12-year term until the end of their then current term. Vacancies in the Chair and Vice-Chair positions shall be filled by appointments made in the same manner as the initial appointments to such Committee position in accordance with these Bylaws.

6.04 Terms of Standing Committee Members. Each member of a Standing or Advisory Committee shall continue as such until the next annual organizational meeting of the Board of Directors of the Corporation or until his or her successor is elected and has qualified, unless sooner removed or unless such Committee is sooner disbanded by the Board of Directors of the Corporation. Vacancies in the membership of any Standing or Advisory Committee shall be filled by appointments made in the same manner as the initial appointments to such Committee in accordance with these Bylaws.

6.05 Removal. Any member of a Standing or Advisory Committee may be removed at any time with or without cause by two-thirds (2/3) vote of the Board of Directors of the Corporation, provided that any member appointed by the Sole Member on any such Committee may not be removed without the approval of the Sole Member. Standing Committee Chairs and Vice-Chairs may be removed by the Board of Directors of the Corporation at any time with or without cause. Successor Chairs and Vice-Chairs shall be appointed consistent with the provisions of Section 6.03 of these Bylaws.

6.06 Quorum. One-half (1/2) of Committee members constitute a quorum for the transaction of business at any meeting of the Committee unless a greater proportion is required by applicable law. The acts of a majority of those present at a meeting is necessary to take any formal action at that meeting.

6.07 Minutes, Procedures and Reports of Committees. The chair of each Standing and Advisory Committee shall designate a secretary, who need not be a member of such Committee. Each Standing and Advisory Committee shall establish procedural rules consistent with applicable law, these Bylaws and the policies and directions of the Board of Directors of the Corporation, shall keep minutes of each of its meetings and shall issue such reports as the Board of Directors of the Corporation or the officers may request.

**ARTICLE VII
LIMITATION ON LIABILITY**

7.01 Personal Liability of Directors. A Director shall not be personally liable, as such, for monetary damages for any action taken, or the failure to take any action, unless (1) the Director has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law, as amended from time to time and the breach or failure to perform the duties constitutes self-dealing, willful misconduct or recklessness, or (2) the Board of Directors of the Corporation determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 1958 of the Internal Revenue Code of 1986, as amended. The provisions of this Section 7.01 shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law (including any excise taxes which may be due as appropriate if the action or failure to act is deemed to constitute an excess benefit transaction).

**ARTICLE VIII
INDEMNIFICATION**

8.01 Right to Indemnification. To the maximum extent permitted by the Pennsylvania Nonprofit Corporation Law, as amended from time-to-time, the Corporation shall indemnify its currently acting and its former directors and officers and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities, and may indemnify any of its current or former employees or agents against any and all liabilities incurred in connection with their services in such capacities to the extent determined appropriate by the Board of Directors of the Corporation. In such circumstances, the Corporation shall pay expenses incurred by any currently acting or former director or officer, and may pay expenses incurred by any current or former employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final deposition of such action, suit or proceeding; provided, however, (1) the director, officer, employee, or agent agrees to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law and (2) the director, officer, employee, or agent shall not be entitled to indemnification if the Board of Directors of the Corporation determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX
CONFLICT OF INTEREST**

9.01 Conflict of Interest. No contract or other transaction between this Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial or other interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors of the Corporation which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or

are known to the Board of Directors of the Corporation and the Board of Directors of the Corporation in good faith authorizes the contract or transaction in accordance with the Sole Member's then-controlling conflict of interest policy by the affirmative votes of a majority of the disinterested Directors even if the disinterested Directors are less than a quorum; or (2) the contract or transaction is fair as to the Corporation as of the time it authorized, approved or ratified by the Board of Directors of the Corporation or the Sole Member. In addition, no contract or other transaction between the Corporation and any other corporation, partnership, association or other organization not wholly owned by the Corporation shall be void or voidable solely on the grounds that a person who is a director or officer of the Corporation is also a director or officer of the other organization if (i) the director or officer does not participate personally and substantially in negotiating the transaction for either the Corporation or the other organization and (ii) if the transaction is approved by the directors of either organization, the person that is a director or officer of each organization does not cast a vote that would be necessary at a meeting to approve the transaction on behalf of either organization. Further, no contract or transaction between the Corporation and any other corporation, partnership, association or other organization wholly owned or controlled by the Corporation shall be void or voidable solely on the grounds that a director or officer of this Corporation is also a director or officer of the wholly owned or controlled organization.

9.02 Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the Corporation which authorizes a contract or transaction specified in Section 9.01 of these Bylaws.

ARTICLE X MISCELLANEOUS PROVISIONS

10.01 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

10.02 Consent of Directors and Committee Members in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Directors of the Corporation or any Committee may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, shall be signed by all of the Directors or respective Committee members, as the case may be, and is subsequently filed with the Secretary of the Corporation.

10.03 Seal. The seal of the Corporation shall be in the form of two (2) concentric circles inscribed with the name of the Corporation and the year and jurisdiction in which it is incorporated. The Secretary or any Assistant Secretary shall have the right and power to attest to the corporate seal. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to affix the word "SEAL" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**ARTICLE XI
AMENDMENTS**

11.01 Amendments. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by (a) written action of the Sole Member or (b) the Board of Directors of the Corporation subject to the written consent of the Sole Member. Notwithstanding the foregoing, any amendment, alteration, repealing or restating of the following shall also require approval of the majority of the Board of Directors of the Corporation: (x) Section 4.01, (y) this Section 11.01 or (z) any other provision that, if adopted, would violate the terms of the HSA.

Date last reviewed:

Date last revised: